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(813) 223-5351

LEROY ALLEN (1902-1975)  
L. ROBERT FRANK (1924-1989)  
JOHN H. TRINKLE, JR. (1928-1991)

AUTOMATIC TELECOPIER  
(813) 229-6682

June 15, 1995

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

500001516566  
-06/19/95--01043--006  
\*\*\*\*122.50 \*\*\*\*122.50

Re: K.C. Systems, Inc.

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation of K.C. Systems, Inc. Please file same and have the copy certified and returned to me in the enclosed, postage-paid envelope.


In payment of filing charges, we enclose herewith our firm check in the amount of \$122.50, which represents payment of the following items:

1.	Filing Fee for Articles of Incorporation	\$ 35.00
2.	Certified copy of Articles of Incorporation	\$ 52.50
3.	Designation of Registered Agent	\$ 35.00
	Total	\$122.50

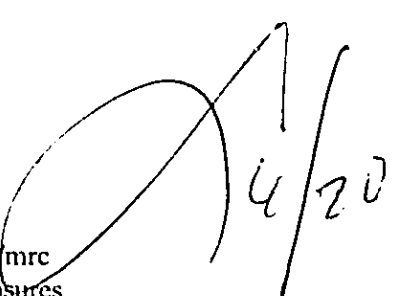
Thank you for your assistance in this matter.

Very truly yours,

ALLEN, DELL, FRANK & TRINKLE

  
A. Christopher Kasten, II

ACK/mrc  
Enclosures



FILED  
JUN 19 PM 4:43  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**K.C. SYSTEMS, INC.**

FILED  
95 JUN 19 PM 4:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - Name**

The name of the Corporation shall be: K.C. SYSTEMS, INC.

**ARTICLE II - Principal Office**

The principal place of business and mailing address of the Corporation shall be: 5005 West Laurel Street, Suite 105, Tampa, Florida 33609, subject to change and relocation by the Board of Directors.

**ARTICLE III - Capital Stock**

The capital stock of this Corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV - Directors**

The business of the Corporation shall be managed by its Board of Directors. The number of directors shall be as provided in the Bylaws of the Corporation, but shall never be less than

one. Except as limited by these Articles of Incorporation or the Bylaws of the Corporation, the directors shall have all powers granted to them by the Florida Business Corporation Act now in effect, or as it is thereafter amended.

#### ARTICLE V - Shareholders' Pre-emptive Rights

1. Pursuant to §607.0630 of the Florida Statutes, the Corporation elects to have pre-emptive rights and the following rules shall apply to such rights:

a. The shareholders of the Corporation shall have a pre-emptive right, granted on uniform terms and conditions prescribed by the Board of Directors of the Corporation to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors of the Corporation to issue them.

b. A shareholder may waive his pre-emptive right. A waiver evidenced by a writing is irrevocable, even though it is not supported by consideration.

2. The pre-emptive rights of the shareholders of the Corporation shall, in addition, apply with respect to:

a. Shares issued as compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;

b. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;

c. Shares authorized in these Articles of Incorporation that are issued within

six months from the effective date of incorporation, except those shares that are issued as part of the initial issuance of stock by the undersigned Incorporator; and

d. Shares sold otherwise than for money.

#### ARTICLE VI - Registered Office

The street address of the initial registered office of the Corporation is 101 E. Kennedy Boulevard, Suite 1240, Tampa, Florida 33602, and the name of the initial registered agent at such address is A. Christopher Kasten, II.

#### ARTICLE VII - Incorporator

The name and address of the incorporator is: A. Christopher Kasten, II, 101 E. Kennedy Boulevard, Suite 1240, Tampa, Florida 33602.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 15<sup>th</sup> day of June, 1995.

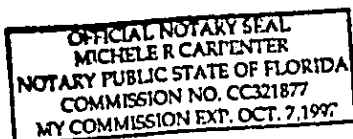
  
A. CHRISTOPHER KASTEN, II

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of

June, 1995, of A. Christopher Kasten, II, who is personally known to me.



Michele R. Carpenter  
Signature of Notary Public

Michele R. Carpenter  
Notary Public's Name Printed  
State of Florida at Large  
My Commission Expires:

#### ACCEPTANCE

Having been named as Registered Agent and to accept service of process for K.C. SYSTEMS, INC. at the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

A. Christopher Kasten, II  
A. CHRISTOPHER KASTEN, II

FILED  
55 JUN 19 PM 4:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA